



Edgar Filing: Health Fitness Corp /MN/ - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.14	02/25/2010		D	5,000	<u>(1)</u> 03/10/2014		Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 5.62	02/25/2010		D	3,750	<u>(1)</u> 02/04/2011		Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 5.38	02/25/2010		D	10,000	<u>(1)</u> 01/24/2012		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 5.94	02/25/2010		D	7,500	<u>(1)</u> 02/26/2013		Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 5.22	02/25/2010		D	7,500	<u>(1)</u> 02/26/2014		Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURT DAVE 1650 WEST 82ND STREET SUITE 1100 MINNEAPOLIS, MN 55431			VP Acct Services-Fitness Mgmt	

## Signatures

/s/ Wesley W. Winnekins as Attorney-in-Fact for David T. Hurt pursuant to Power of Attorney previously filed

02/26/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the market value of the underlying FIT common stock on the effective date of the merger (\$8.78 per share).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.